

DAVIS POLK & WARDWELL

1300 I STREET, N.W.
WASHINGTON, D.C. 20005

4, PLACE DE LA CONCORDE
75008 PARIS

1 FREDERICK'S PLACE
LONDON EC2R 8AB

450 LEXINGTON AVENUE
NEW YORK, N.Y. 10017

212-450-4000
FAX 212-450-4800

WRITER'S DIRECT:

17-22, AKASAKA 2-CHOME
MINATO-KU, TOKYO 107

MESSETURM
60308 FRANKFURT AM MAIN

3A CHATER ROAD
HONG KONG

November 20, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
The Mercury Building
1925 K Street, NW
Room 704
Washington, D. C. 20423

RECORDATION NO. **21018-A**

FILED **TMK**

NOV 21 '97

2-31 PM

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of September 1, 1997. The primary document to which this is related is the Memorandum of Lease of Railroad Equipment dated as of September 1, 1997 (CN 1997-1), presented to the Board for recordation today.

The names and addresses of the parties to the primary document are as follows:

ASSIGNOR: Bank of America Canada Leasing IV, Inc.,
Suite 1900
885 Second Street S.W.
Calgary, Alberta T2P 4J7

ASSIGNEE: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

NOV 21 2 28 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

The equipment covered by the document consists of 35 General Motors of Canada model SD75I diesel-electric locomotives, serial numbers 966726-1 through 966726-35, marked with the road numbers of Canadian National Railway Company 5731 through 5765.

The recordation fee of \$22.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the Charles A. Spitulnik of Hopkins & Sutter, 888 16th Street Northwest, Washington, D.C. 20006.

A short summary of the document for use in the index follows:

Memorandum of Lease Assignment dated as of September 1, 1997, between Bank of America Canada Leasing IV, Inc., as assignor, and The First National Bank of Maryland, as assignee, covering the Lease of Railroad Equipment (CN 1997-1) dated as of September 1, 1997, between Bank of America Canada Leasing IV, Inc., and Canadian National Railway Company, covering 35 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



John Park

Encl.

MEMORANDUM OF LEASE ASSIGNMENT dated
as of September 1, 1997, between BANK OF
AMERICA CANADA LEASING IV, INC.,
(hereinafter call the **Assignor**), and THE FIRST
NATIONAL BANK OF MARYLAND (hereinafter
called the **Assignee**)

RECORDATION NO.

NOV 21 '97

FILED

2-31 PM

TMS
21018-A

WHEREAS the Assignor and Canadian National Railway Company are entering into that certain Lease of Railroad Equipment (CN 1997-1) dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers and the road numbers of Canadian National Railway Company shown in said Schedule A, and all additions and alteration thereof, replacements thereof and substitutions therefor; and


WHEREAS the Assignor and the Assignee are entering into that certain Trust Indenture and Security Agreement (CN 1997-1) dated as of the date hereof, pursuant to which the aforesaid Lease of Railroad Equipment (CN 1997-1) and supplements thereto are being assigned by the Assignor to the Assignee.

This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease of Railroad Equipment (CN 1997-1) to the Assignee, and accordingly have caused this summary to be executed by their respective officers thereunto duly authorized, as of the date first above written.

BANK OF AMERICA CANADA
LEASING IV, INC.

by


Name: Douglas B. Linkletter
Title: Vice President

THE FIRST NATIONAL BANK OF
MARYLAND

by

Name:
Title:

MEMORANDUM OF LEASE ASSIGNMENT dated
as of September 1, 1997, between BANK OF
AMERICA CANADA LEASING IV, INC.,
(hereinafter call the **Assignor**), and THE FIRST
NATIONAL BANK OF MARYLAND (hereinafter
called the **Assignee**)

WHEREAS the Assignor and Canadian National Railway Company are
entering into that certain Lease of Railroad Equipment (CN 1997-1) dated as of
the date hereof and supplements thereto, covering the railroad equipment listed in
Schedule A hereto, bearing the serial numbers and the road numbers of Canadian
National Railway Company shown in said Schedule A, and all additions and
alteration thereof, replacements thereof and substitutions therefor; and

WHEREAS the Assignor and the Assignee are entering into that certain
Trust Indenture and Security Agreement (CN 1997-1) dated as of the date hereof,
pursuant to which the aforesaid Lease of Railroad Equipment (CN 1997-1) and
supplements thereto are being assigned by the Assignor to the Assignee.

This Agreement may be executed in any number of counterparts and by
the different parties hereto on separate counterparts, all of which together shall
constitute a single agreement.

IN WITNESS WHEREOF, the parties wish to show for the public record
the assignment of the aforesaid Lease of Railroad Equipment (CN 1997-1) to the
Assignee, and accordingly have caused this summary to be executed by their
respective officers thereunto duly authorized, as of the date first above written.

BANK OF AMERICA CANADA
LEASING IV, INC.

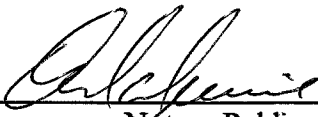
by _____
Name:
Title:

THE FIRST NATIONAL BANK OF
MARYLAND

by  _____
Name: **Robert D. Brown**
Title: **Assistant Vice President**

PROVINCE OF ALBERTA)
)
CITY OF CALGARY)

On this 20th day of November, 1997, before me personally appeared Douglas B. Linkletter, to me personally known, who, being by me duly sworn, says that he is Vice President of BANK OF AMERICA CANADA LEASING IV, INC., that the foregoing instrument was signed on behalf of said company on such day by authority of its Sole Shareholder, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

[Notarial Seal]

My Commission expires

AT PLEASURE OF
C1 GUT - 600 - ALBERTA

PROVINCE OF ALBERTA)
)
CITY OF)

On this ____ day of _____, 1997, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of BANK OF AMERICA CANADA LEASING IV, INC., that the foregoing instrument was signed on behalf of said company on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

[Notarial Seal]

My commission expires

STATE OF MARYLAND)
County)
CITY OF BALTIMORE)

On this day 19th of November, 1997, before me personally appeared Robert D. Brown, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that the foregoing instrument was signed on behalf of said company on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Sandra L. Cuccinella
Notary Public

[Notarial Seal]

My commission expires 5/19/98

SCHEDULE A

EQUIPMENT

Thirty-five General Motors model SD75I diesel-electric locomotives, constructed by the Diesel Division of General Motors of Canada Limited marked with serial numbers 966726-1 through 966726-35, and bearing the road numbers of Canadian National Railway Company 5731 through 5765.